

State of Idaho

Department of State

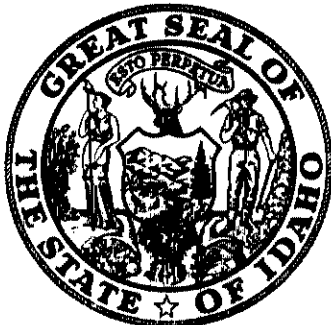
CERTIFICATE OF AUTHORITY OF

GENERAL FELT INDUSTRIES, INC.

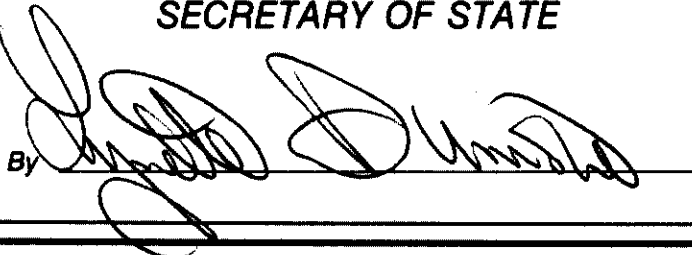
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GENERAL FELT INDUSTRIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GENERAL FELT INDUSTRIES, INC. to transact business in this State under the name GENERAL FELT INDUSTRIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

AUG 10 2 38 PM '93

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is General Felt Industries, Inc.
2. The name which it shall use in Idaho is General Felt Industries, Inc.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is July 8, 1988 and the period of its duration, if other than perpetual, is N/A
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE
6. The address to which correspondence should be addressed, if different than item 5, is Tambra S. King, c/o '21' International Holdings, Inc., 153 E. 53rd St. Suite 5900, New York, NY 10022
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: the designing, engineering, manufacturing and distribution of foam and carpet products

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attachment "A"		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/30/93

General Felt Industries, Inc.
(Corporation name)
By [Signature] Vice President
Its President/Vice President (please specify)
and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, Eleanor McKenna, a notary public, do hereby certify that on this 30th day of July, 19 93, personally appeared before me Berry Zimmerman, who being by me first duly sworn, declared that (s)he is the Vice President of General Felt Industries, Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

Eleanor McKenna
Notary Public

ELEANOR MCKENNA
Notary Public, State of New York
No. 41-4873011
Qualified in Queens County
Certificate Filed in New York County
Commission Expires 10/30/94

ATTACHMENT "A"
DIRECTORS AND OFFICERS
OF
GENERAL FELT INDUSTRIES, INC.

DIRECTORS:

<u>Name</u>	<u>Address</u>
William H. Bundy	823 Waterman Avenue East Providence, RI 02914
Rocco A. Barbieri	Park 80 Plaza West One Saddle Brook, NJ 07662
Andrea Farace	153 East 53rd St., Suite 5900 New York, NY 10022
Robert J. Vanaria	823 Waterman Avenue East Providence, RI 02914
Barry Zimmerman	153 East 53rd St., Suite 5900 New York, NY 10022
Marshall S. Cogan	153 East 53rd St., Suite 5900 New York, NY 10022

OFFICERS:

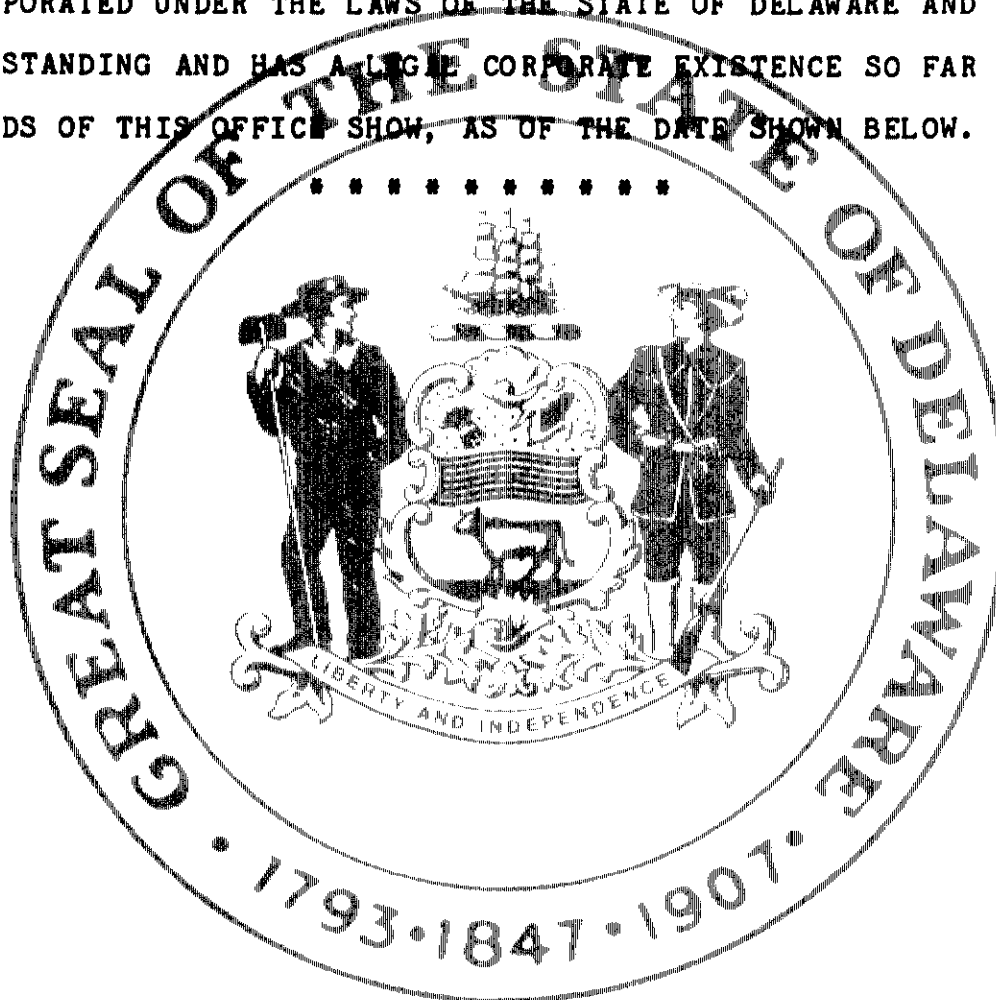
<u>Name</u>	<u>Office</u>	<u>Address</u>
William H. Bundy	Chairman of the Board	153 East 53rd Street Suite 5900 New York, NY 10022
Rocco A. Barbieri	Chief Executive Officer and President	Park 80 Plaza West One Saddle Brook, NJ 07662
Don Howell	Senior Vice President	Park 80 Plaza West One Saddle Brook, NJ 07662
Terry J. Kall	Vice President - Marketing	Park 80 Plaza West One Saddle Brook, NJ 07662
Jack Byrne	Vice President - Manufacturing	Park 80 Plaza West One Saddle Brook, NJ 07662

<u>Name</u>	<u>Office</u>	<u>Address</u>
Donald Mallo	Vice President - Human Resources and Secretary	Park 80 Plaza West One Saddle Brook, NJ 07662
Paul Nunno	Vice President - Information Services	Park 80 Plaza West One Saddle Brook, NJ 07662
Andrew Acampora	Treasurer	Park 80 Plaza West One Saddle Brook, NJ 07662
Sal Giacchi	Controller and Assistant Secretary	Park 80 Plaza West One Saddle Brook, NJ 07662
Robert J. Vanaria	Vice President, Chief Financial Officer and Assistant Secretary	823 Waterman Avenue Providence, RI 02914
Barry Zimmerman	Vice President and Assistant Secretary	153 E. 53rd Street Suite 5900 New York, NY 10022
Robert H. Nelson	Vice President	153 E. 53rd Street Suite 5900 New York, NY 10022
Tambra S. King	Assistant Secretary	153 E. 53rd Street Suite 5900 New York, NY 10022

WHITE HOUSE
 1100 KENNEDY BLVD
 WASHINGTON, D.C. 20540
 (202) 456-2400

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY GENERAL FELT INDUSTRIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: #4006031

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DATE: 08/05/1993